

EXHIBIT OO

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden
hours per response... 0.5[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [±] Edwards Jeffrey N			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) SVP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY) 1/22/2007			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		
C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER (Street) NEW YORK, NY 10080 (City) (State) (Zip)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	1/22/2007		A		85399 ⁽¹⁾	A	\$0	401742 ⁽²⁾	D

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)				

Explanation of Responses:

- (1) The number of Restricted Shares granted to the Reporting Person was determined by dividing the Reporting Person's 2006 stock incentive bonus dollar amount (\$8,183,333) by \$95.825 (the average of the high and low price of Merrill Lynch & Co., Inc. Common Stock (MER) on the grant date (January 22, 2007)). These Restricted Shares vest in four annual installments of 25% on January 31 in the years 2008 to 2011. The Restricted Shares are issued under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan. Transactions under this Plan are exempt under Rule 16b-3.
- (2) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestment in a Merrill Lynch plan which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Jeffrey N C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			SVP and CFO	

Signatures**Jeffrey N. Edwards (by Pia K. Thompson, as agent)**

** Signature of Reporting Person

1/24/2007

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Edwards Jeffrey N	MERRILL LYNCH & CO INC [MER]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP and CFO
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER	1/31/2007	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10080		<input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock	1/31/2007		F	30963 D \$92.6	370792	D	
Common Stock	1/31/2007		A	84663 (1) A \$0	455455 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

Explanation of Responses:

- (1) The reporting person received 84,663 restricted shares under a performance-based plan established last year tied to return on equity. The shares are subject to forfeiture, vesting requirements and further restrictions until January 31, 2010.
- (2) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments in Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Edwards Jeffrey N C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			SVP and CFO	

Signatures**Jeffrey N. Edwards (By Pia K. Thompson, as agent)****2/2/2007**

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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